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Attorneys for Receiver
 THOMAS A. SEAMAN

UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN JOSE DISTRICT

SECURITIES AND EXCHANGE
 COMMISSION,

Plaintiff,

vs.

SMALL BUSINESS CAPITAL CORP.;
 MARK FEATHERS; INVESTORS PRIME
 FUND, LLC; and SBC PORTFOLIO
 FUND, LLC,

Defendants.

Case No. CV12-03237

RECEIVER THOMAS A. SEAMAN'S
 RESPONSE TO ORDER TO SHOW
 CAUSE RE: ENTRY OF JUDGMENT
 [Dkt No. 1000]

Ctrm: 4 - 5th Floor
 Judge: Hon. Edward J. Davila

Thomas A. Seaman ("Receiver"), the Court-appointed permanent receiver for Small Business Capital Corp. ("SB Capital"), Investors Prime Fund, LLC ("IPF"), SBC Portfolio Fund, LLC ("SPF"), and their subsidiaries and affiliates (collectively, "Receivership Entities"), hereby responds to the Order to Show Cause re: Entry of Judgment [Dkt No. 1000].

The Receiver notes that the Plaintiff, Securities and Exchange Commission's, Motion for Summary Judgment was not directed toward any of the Receivership Entities. The Receiver anticipates that he will stipulate to judgment on behalf of the Receivership Entities with the Securities and Exchange Commission at such time as the Receiver has completed the balance of his work in connection with the sale of assets and pursuit of

1 claims against third parties. The reason for this delay in entering into such a stipulation is
2 that the Receiver assumes that disgorgement will reflect the damages outstanding
3 following recovery and liquidation of assets by the Receiver.

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5 Dated: January 14, 2015

ALLEN MATKINS LECK GAMBLE
MALLORY & NATSIS LLP

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7 By: /s/ David R. Zaro

8 DAVID R. ZARO
9 Attorneys for Receiver
10 Thomas A. Seaman
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PROOF OF SERVICE

Securities and Exchange Commission v. Small Business Capital Corp; Mark Feathers, et al.
USDC, Northern District of California – San Jose Division – Case No. 5:12-cv-03237-EJD

I am employed in the County of Los Angeles, State of California. I am over the age of 18 and not a party to the within action. My business address is 515 S. Figueroa Street, 9th Floor, Los Angeles, California 90071-3398.

A true and correct copy of the foregoing document(s) described below will be served in the manner indicated below:

RECEIVER THOMAS A. SEAMAN'S RESPONSE TO ORDER TO SHOW CAUSE RE: ENTRY OF JUDGMENT

1. **TO BE SERVED BY THE COURT VIA NOTICE OF ELECTRONIC FILING ("NEF")** – the above-described document will be served by the Court via NEF. On **January 15, 2015**, I reviewed the CM/ECF Mailing Info For A Case for this case and determined that the following person(s) are on the Electronic Mail Notice List to receive NEF transmission at the email address(es) indicated below:

- **Eric James Adams**
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2. **SERVED BY U.S. MAIL OR OVERNIGHT MAIL (indicate method for each person or entity served):** On **January 15, 2015**, I served the following person(s) and/or entity(ies) in this case by placing a true and correct copy thereof in a sealed envelope(s) addressed as indicated below. I am readily familiar with this firm's practice of collection and processing correspondence for mailing. Under that practice it is deposited with the U.S. postal service on that same day in the ordinary course of business. I am aware that on motion for party served, service is presumed invalid if postal cancellation date or postage meter date is more than 1 (one) day after date of deposit for mailing in affidavit.

Pro Se Defendant

U.S. Mail

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I declare that I am employed in the office of a member of the Bar of this Court at whose direction the service was made. I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct. Executed on **January 15, 2015** at Los Angeles, California.

/s/ Martha Diaz
Martha Diaz